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Roquefort Therapeutics PLC
23 May 2024

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Roquefort Therapeutics plc
("Roquefort Therapeutics" or the "Company")

Issue of Convertible Loan Notes & Board Changes

Roquefort Therapeutics plc (LSE:ROQ, OTCQB:ROQAF), the Main Market listed biotech company focused on developing first in class medicines in the high value and high growth immuno-oncology market announces the issuance of unsecured Convertible Loan Notes to raise net proceeds of £584,915 (after issue discount and fees), the implementation of significant cost cutting and the restructure of the Board.

Convertible Loan Notes

Roquefort Therapeutics has received commitments for £655,000 of convertible loan notes to existing and new investors to raise net proceeds of £584,915 (after issue discount and fees) ("CLN Offer"), to bolster the Company's cash reserves and provide sufficient funding, in conjunction with existing cash reserves, for the Company for at least 12 months, during which time it expects to sign a further licencing agreement and further commercialise its pre-clinical portfolio.

Chairman Stephen West, CEO Ajan Reginald and Non-Executive Director Dr Darrin Disley all participated in the CLN Offer with Mr West investing £26,750, Mr Reginald investing £25,000 and Dr Disley investing £20,000.

The Convertible Loan Notes are unsecured with a 12 month maturity, have a total face value of £655,000 and have been issued to noteholders at 95% of the face value. The interest rate is 12.5% accrued daily and paid upon conversion (in shares) or repayment (in cash). The conversion price of the Convertible Loan Notes is calculated as the lower of a) 6 pence per share; and b) 90% of the price equal to the 10-day volume-weighted average price calculated backwards from the date which is three business days prior to the notice of conversion given to the Company. Other than with the written consent of the Company, the noteholder is only permitted to convert the Convertible Loan Notes into equity after three months from the date of issue. Noteholders will be issued with a total of 6,222,500 unlisted warrants with an

exercise price of 7.5 pence and expiry date of five years from date of issue, being 10 unlisted warrants for every £1.00 invested. In addition, 497,800 broker warrants with the same terms will be issued.

Cost Cutting

In conjunction with the CLN Offer, the Company has implemented significant cost cutting including a 50% reduction in salaries and Directors fees effective from 1 March 2024. It is intended that salaries and directors' fees will be re-instated to 100% when a cash generative licencing deal is completed.

Board Restructure

With the successful completion of the pre-clinical development programs, Professor Sir Martin Evans will serve as a Non-Executive Director going forward and relinquish the role of Chief Scientific Officer. In addition, Dr Michael Stein has completed his tenure as a Non-Executive Director and leaves the Board effective immediately. In due course, as programs progress into clinical trials, the Company will augment the Board and the Scientific Advisory Board with the requisite clinical development expertise.

Ajan Reginald, Roquefort Therapeutics CEO commented:

"We are pleased to announce this convertible loan note offering. This funding, together with our existing cash and cost reduction plan, provides the Company with sufficient funds for at least the next 12 months independent of any funds we expect to receive from licensing deals. We have also announced deal terms with PDC for our Midkine antibody portfolio earlier today and expect to complete additional and potentially larger transactions in the second half of this year. This funding provides the Company with the time and flexibility required to complete the PDC transaction and other transactions we are negotiating. I'd like to take this opportunity to congratulate our R&D team on completing the product development which helps to drive these deals and to thank the shareholders, both old and new, who support our mission to create life-saving medicines."

Stephen West, Roquefort Therapeutics Chairman commented:

"I would like to thank Professor Sir Martin Evans for his time as Chief Scientific Officer, in which time we have made significant pre-clinical progress, and we are pleased to retain his industry leading experience on our Board going forward. Michael Stein has stepped down as a Non-Executive Director and I would like to thank him for his contribution to the Company since its founding and wish him well for the future. Finally, I would like to thank shareholders for their continued support in the Company."

ENDS

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About Roquefort Therapeutics

Roquefort Therapeutics (LSE:ROQ, OTCQB:ROQAF) is a Main Market listed biotech company developing first in class drugs in the high value and high growth oncology segment prior to partnering or selling to big pharma.

Roquefort Therapeutics' portfolio consists of five novel patent-protected pre-clinical anti-cancer medicines. The highly complementary profile of five best-in-class medicines consists of:

- Midkine antibodies with significant *in vivo* efficacy and toxicology studies;
- Midkine RNA therapeutics with novel anti-cancer gene editing action;
- Midkine mRNA therapeutics with novel anti-cancer approach;
- STAT-6 siRNA therapeutics targeting solid tumours with significant *in vivo* efficacy; and
- MK cell therapy with direct and NK cell-mediated anti-cancer action

For further information on Roquefort Therapeutics, please visit www.roquefortplc.com and @RoquefortTherap on X (formerly Twitter).

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Company Announcement - General

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